# IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

>	ζ.	
In re:	)	Chapter 11
DELPHI CORPORATION, et al.,	) )	Case No. 05-44481 (RDD)
Debtor.	) ) )	(Jointly Administered)

# NOTICE REGARDING TRANSFER OF CLAIM NO. 2548 PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 3001(e)(2)

1. TO: MERRILL LYNCH CREDIT PRODUCTS, LLC ("Transferor")

4 World Financial Center, 7<sup>th</sup> Floor New York, New York 10080

Attn: Ron Torok Phone: (212) 449-4969

2. Please take notice of the transfer of your right, title, and interest in and to the allowed, general, unsecured, non-priority claim, as evidenced by proof of claim No. 2548 date-stamped on April 5, 2006, against Delphi Automotive Systems LLC, a debtor and debtor in possession in the above-captioned case, to the extent of \$123,916.67 (such proof of claim, as amended, attached hereto as Exhibit A), has been transferred, pursuant to the terms of Evidence of Transfer of Claims (attached hereto as Exhibit B) to:

SPECIAL SITUATIONS INVESTING GROUP, INC. ("Transferee")

c/o Goldman, Sachs & Co. 85 Broad Street – 27<sup>th</sup> Floor New York, NY 10004 Attn: Al Dombrowski

Phone: (212) 357-5126

All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in  $\underline{\text{Exhibit } C}$ .

3. No action is required if you do not object to the transfer of your claim. However, IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:

	FILE A WRITTEN OBJECTION TO THE TRANSFER with:
	United States Bankruptcy Court Southern District of New York Attn: Clerk of Court Alexander Hamilton Custom House One Bowling Green New York, NY 10004-1408
	SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.
	Refer to INTERNAL CONTROL NO in your objection and any furthe correspondence related to this transfer.
TIMELY F	you file an objection, a hearing will be scheduled. IF YOUR OBJECTION IS NOT ILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR OF ORDS AS A CLAIMANT IN THIS PROCEEDING.
	CLERK
This notice 2005. INTERNAL	was mailed to the first named party, by first class mail, postage prepaid on
	Deputy Clerk

## EXHIBIT A

PROOF OF CLAIM

Doc 4860 05-44481-rdd

Filed 08/04/06 Entered 08/04/06 19:43 1416 Statistical Pd 4 of 11

No copy to return

FORM B10 (Offi	cial Form 10) (10/05)	ı g ¬	0. 11		No copy to return
UNITED STATES	S BANKRUPTCY COURT Southern	D	ISTRICT OF	New York	PROOF OF CLAIM
Name of Debtor Delph	hi Automotive Systems LLC	Cas	e Number 05-4	4640	Ctain: #02548
NOTE. This form of the case. A "rec	should not be used to make a claim for an admini- quest" for payment of an administrative expense ma	strative e ly be tile	xpense arising a d ρασααπτ to t1	fier the commencement U.S.C. § 503.	USBC SDNY Delptii Corporation, et at 05-44481 (RDD)
PBR Austr  Name and address  PBR Austr  Attn: Pet  Bentleigh  Australia	ralia Pty. Ltd.  where notices should be sent: ralia Pty. Ltd. ter Valentine, P.O. Box 176 b East VI 3165	el yo gi Conca Ca th	se has filed a proper claim. Attact ving particulars, heck box if you lotices from the base, heck box if the address on the envelopment.		RECEIVED  APR 0 5 2006  KURTZMAN CARSON  THIS SPACE IS HOR CHART USE ONLY
1. Basis for Cl 网 Goods U Service 口 Money	sold ss performed loaned al injury/wrongful death	11	☐ Retiree ☐ Wages. Last fo	mends a previously rife benefits as defined in salaries, and compens ur digits of your SS #: compensation for serv (date)	ation (fill out below)  vices performed
2. Date debt w	vas incurred: Prepetition	3	. If court ju	lginent, date obtaînec	):
Sec reverse side for important explanations.  Unsecured Nonpriority Claim \$ 562,192.18  Check this box it: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property secttring it, or if e) none or only part of your claim is entitled to priority.  Secured Claim  Check this box if your claim is secured by collateral (including a right of setoff).  Brief Description of Collateral:					
entitled to priority.	ox if you have an unsecured claim, all or part of w	hich is	Value Amount of	of Collateral: \$	ges at time case filed included in
Specify the priority of	•	l.,	Un to \$2,225	* of denosits toward nu	rchase, lease, or rental of property
	port obligations under 11 U.S.C. § 507(a)(1)(A) o	r	or services fo § 507(a)(7).	r personal, family, or ho	ousehold use - 11 U.S.C.
days before filing o business, whichever	s, or commissions (up to \$10,000),* carned within of the bankruptcy petition or cessation of the debtor is carlier - 11 U.S.C. § 507(a)(4).	i 180 or's □ */	Other • Speci Imounts are sub	fy applicable paragraph ject to adjustment on 4/.	ntal units - 11 U.S.C. § 507(a)(8). of 11 U.S.C. § 507(a)(). 1/07 and every 3 years thereafter or after the date of adjustment.
5. Total Amou	int of Claim at Time Case Filed:		\$ 562,192.1		0 \$562,192.18
interest or addi			<b>-</b>	ount of the claim. Attac	priority) (Total) th itemized statement of all
7. Supporting D orders, invoices agreements, and documents are r  8. Date-Stamped	ocuments: Attach copies of supporting docume, itemized statements of running accounts, contraid evidence of perfection of lien. DO NOT SENI not available, explain. If the documents are volur Copy: To receive an acknowledgment of the fil ope and copy of this proof of claim.	ents, such cts, coute D ORIG ninous, a ing of yo	n as promissory t judgments, mo INAL DOCUM attach a summar pur claim, enclos	notes, purchase ortgages, security ENTS. If the y. se a stamped, self-	THIS SPACE IS FOR COURT USE ONLY
Mayns,	Sign and print the name and title, if any, of the file this claim (attach copy of power of attornal)	ie credit ney, if at	or or other persony):	on authorized to	USEC. SUNY
2006	Wer A lallerhire		Pet	er Valentine	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both, 18 U.S.C. §§ 152 and 357 t



### APPENDIX TO PBR AUSTRALIA LLC PROOF OF CLAIM

PBR Australia Pty. Ltd. ("PBR Australia") holds pre-petition claims against Delphi Automotive Systems LLC ("Delphi Automotive" or the "Debtor") as set forth in the attached Proof of Claim (the "Claim").

Upon information and belief, documents supporting the Claim are in the possession of Delphi Automotive. The numerous invoices, purchase orders, contracts and other supporting documents are too voluminous to attach to the Claim. However, PBR Australia has attached hereto a summary of its Claim, including a breakdown of its setoff claim, which has already been submitted to Delphi Automotive.

PBR Australia is a party to various pre-petition agreements and arrangements with Delphi Automotive, pursuant to which PBR Australia could be deemed to hold a prepetition claim on account of claims that are not currently liquidated, or which remain contingent. A summary of all potential unliquidated contingent claims would be unduly burdensome, if not impossible. PBR Australia reserves all of its rights with respect to claims under its agreements or arrangements with Delphi Automotive or any of the Debtors.

PBR Australia further reserves its rights to amend, modify or supplement this proof of claim at any time, including, without limitation, to assert claims on account of: (i) other obligations arising under agreements or arrangements or otherwise that may be deemed to be prepetition in nature; (ii) indemnification, setoff, recoupment or other rights; (iii) any consequential or other contractual damages; and (iv) any other causes of action sounding in contract, tort or otherwise, under statute or other applicable law, including counterclaims, relating to PBR Australia's agreements, arrangements and dealings with Delphi Automotive. PBR Australia further reserves the right to assert any administrative claims against the Debtor arising under agreements, arrangements or otherwise, including without limitation any right to assert that some or all of the amounts due are not prepetition claims.

# Delphi Pre-petition Debt owed to PBR-Australia

			exchange rate at the time	e at the time	
PBRA Accounts Receivable outstanding - P90 Front Calipers	↔	293,078.71	€9	214,885.31	0.7332
PBRA Accounts Receivable outstanding - U&W Shoe&linings	ω	346,466.41	↔	254,029.17	0.7332
P90 obsolescence claim - PBRA inventory and material	↔	296,228.00	₩	217,194.37	
less payment received (U&W Invoice 569145) \$ (169,008.00)	) \$>	169,008.00)	69	(123,916.67) 0.7332	0.7332
lefot du S	v	Sub-total & 766 765 12 (ALID)	U	5£2 192 18 (IICD)	(0)

Converted to USD at

05-44481-rdd Doc 4860 Filed 08/04/06 Entered 08/04/06 19:43:11 Main Document Pg 7 of 11

**FOLEY** 

March 30, 2006

FOLEY & LARDNER LLP ATTORNEYS AT LAW

ONE DETROIT CENTER 500 WOODWARD AVENUE, SUITE 2700 DETROIT, MI 48226-3489 313.234 7100 TEL 313.234.2800 FAX www.foley.com

CLIENT/MATTER NUMBER 064159-0101

United States Bankruptcy Court Southern District of New York Delphi Corporation Claims Bowling Green Station P.O. Box 5058 New York, New York 10274-5058

Re: Delphi Corporation Claims

Dear Sir/Madam:

Please find enclosed two (2) proofs of claim submitted in the above-referenced matter. The claims are being submitted on behalf of PBR Australia Pty. Ltd. ("PBR Australia"). PBR Australia is submitting two claims: one in the case captioned, <u>In re Delphi Corporation</u>, Case No. 05-44481; and one in the case captioned, <u>In re Delphi Automotive Systems LLC</u>, Case No. 05-44640.

Each of the two claims includes an original and two copies. PBR Australia requests that you return acknowledgment of receipt of such claims. Accordingly, I have included a self-addressed, stamped envelope for you to return acknowledgment of the claims.

If you have any questions with respect to these matters, please contact me at (313) 234-7111.

Sincerely,

David G. Dragich

and Prajet

## **EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM** 

### EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: SPECIAL SITUATIONS INVESTING GROUP, INC.

MERRILL LYNCH CREDIT PRODUCTS, LLC, a limited liability company organized under the laws of Delaware, with offices located at 4 World Financial Center, 7th Floor, New York, NY 10080 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to SPECIAL SITUATIONS INVESTING GROUP, INC., its successors and assigns, with offices located at 85 Broad Street, New York, NY 10004 ("Buyer"), all right, title and interest in and to the unsecured claims in the amount of \$123,916.67 of Seller against Delphi Automotive Systems LLC, and its affiliates, docketed as Claim No. 2548 (the "Claims") in the United States Bankruptcy Court, Southern District of New York, Case No. 44640 (Jointly Administered under Case No. 05-44481 in re Delphi Corporation); provided, however, that SELLER does not assign any right, title and interest in and to (i) all claims described as "P90 obsolescence claim - PBRA inventory and material" in the proof of claim dated March 28, 2006 filed by PBR Australia Pty Ltd in the amount of \$217,194.37 or (ii) \$6,195.83 of the claim described as "PBRA Accounts Receivable outstanding - U&W Shoe&linings" in the proof of claim dated March 28, 2006 filed by PBR Australia Pty Ltd in the amount of \$254,029.17.

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other

communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the \_\_\_\_\_\_\_day of August, 2006.

### MERRILL LYNCH CREDIT PRODUCTS, ULC

WITNESS:
(Signature)

Name: Christopher Moon

Title:

(Print name and title of witness)

(Signature of authorized corporate officer)

Name: Title: Brandt Wilson Vice President

Tel.:

SPECIAL SITUATIONS INVESTING GROUP, INC.

WITNESS:

(Signature)

Name:

Title:

(Frint name and title of witness)

By:

(Signature of authorized corporate officer)

Name: Title: Brian Clarke

**Authorized Signatory** 

Tel.:

### **EXHIBIT C**

### Address for Notices:

Special Situations Investing Group, Inc. c/o Goldman, Sachs & Co. 85 Broad Street – 27<sup>th</sup> Floor New York, NY 10004 Attn: Albert Dombrowski

### Wire Instructions:

Chase NY ABA # 021000021 A/C Name: Special Situations Investing Group, Inc. A/C # 066906601 Ref: Delphi Claims Attn: Philip Green

### **Contact Information:**

Michael Mansour c/o Goldman, Sachs & Co. 85 Broad Street – 28th Floor New York, NY 10004 Telephone: 212-357-3773

Fax: 212-357-0922

### with a copy to:

Pedro Ramirez 30 Hudson, 17<sup>th</sup> Floor Jersey City, NJ 07302 Telephone: (917) 343-8319

Fax: (212) 428-1243